

CADWALADER

Cadwalader, Wickersham & Taft LLP
New York London Charlotte Washington Beijing

One World Financial Center, New York, NY 10281
Tel 212 504 6000 Fax 212 504 6666
www.cadwalader.com

May 22, 2006

VIA FEDEX

United States Bankruptcy Court
Southern District of New York
Kathleen Farrell-Willoughby
Clerk of Court
One Bowling Green
New York, New York 10004

Re: Delphi Notice of Transfer of Claims

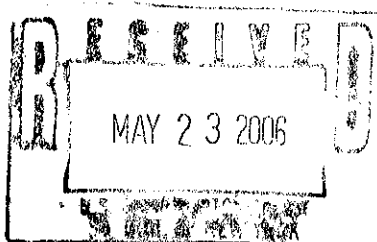
Dear Ms. Farrell-Willoughby:

Enclosed please find two 3001(e) Notice of Transfer of Claims for the above referenced entity for the Transfer of Claims from Littelfuse, Inc. to Bank of America, N.A. Please file these with the bankruptcy court and return a file stamped copy to me at the address below. Thank you and please do not hesitate to contact me with any questions or concerns.

Best regards,

Brett W. Peiffer
Cadwalader, Wickersham & Taft LLP
227 W. Trade Street, Suite 2400
Charlotte, North Carolina 28202-1689

Enclosures



UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

DELPHI AUTOMOTIVE SYSTEMS LLC

Debtor.

Chapter 11

Case No. 05-44640

Claim#1913

NOTICE OF TRANSFER OF CLAIM PURSUANT TO FRBP RULE 3001(e)(2)

To: (Transferor)

LITTELFUSE, INC.
800 Northwest Highway
Des Plaines, Illinois 60016
Attn: Paul Dickinson

The transfer of your claim as shown above, in the amount of \$2,996,365.10 has been transferred (unless previously expunged by court order) to:

BANK OF AMERICA, N.A.
Transferor: Littelfuse, Inc.
100 North Tryon Street, 20th Floor
Mail Code NC1-007-20-01
Charlotte, North Carolina 28255
Attn: Information Manager

No action is required if you do not object to the transfer of your claim. However, IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN 20 DAYS OF THE DATE OF THIS NOTICE, YOU MUST:

- FILE A WRITTEN OBJECTION TO THE TRANSFER with:

United States Bankruptcy Court
Southern District of New York
One Bowling Green
New York, New York 10004

- SEND A COPY OF YOUR OBJECTION TO THE TRANSFEREE.

Refer to INTERNAL CONTROL No. _____ in your objection. If you file an objection, a hearing will be scheduled. IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFEREE WILL BE SUBSTITUTED ON OUR RECORDS AS THE CLAIMANT.

Intake Clerk

FOR CLERK'S OFFICE USE ONLY:

This notice was mailed to the first named party, by first class mail, post prepaid on _____, 2006.

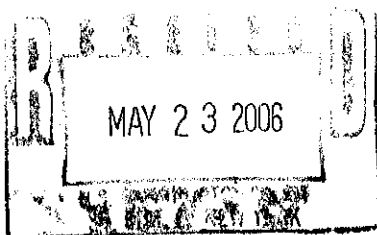
INTERNAL CONTROL NO. _____

Claims Agent Noticed: (Name of Outside Agent) _____

Copy to Transferee: _____

Deputy Clerk

NCLIB1 339205.1



EVIDENCE OF TRANSFER OF CLAIM

Exhibit B

[See attached]

EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

ASSIGNOR: LITTELFUSE, INC.

ASSIGNEE: BANK OF AMERICA, N.A.

For value received, the adequacy and sufficiency of which are hereby acknowledged, Assignor hereby unconditionally and irrevocably sells, transfers and assigns to Assignee all of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, its claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) in the amount of \$2,996,365.10 against Delphi Automotive Systems LLC ("Delphi Automotive") in Case No. 05-44640 in the United States Bankruptcy Court for the Southern District of New York and in the amount of \$16,711.16 against Delphi Mechatronic Systems, Inc. (together with Delphi Automotive, collectively, the "Debtor") in Case No. 05-44567 in the United States Bankruptcy Court for the Southern District of New York, which cases are jointly administrative with *In re Delphi Corporation, et al.*, Chapter 11 Case No. 05-44481 (RDD) (Jointly Administered) filed October 8, 2005 (collectively, the "Bankruptcy Case") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and any and all proofs of claim filed by Assignor with the Bankruptcy Court in respect of the foregoing claims.

Assignor hereby waives any objection to the transfer of the claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing claim and recognizing the Assignee as the sole owner and holder of the claim. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the claim, and all payments or distributions of money or property in respect of claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS EXECUTED
THIS 19th day of May 2006.

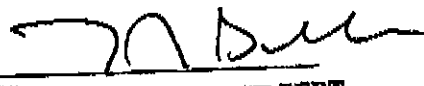
| | |
|--|---|
| ASSIGNOR: LITTELFUSE, INC., AS SELLER By: <u>Paul M. Dickinson</u> Name: <u>PAUL M. DICKINSON</u> Title: <u>V.P. CORP. DEL. & TREASURER</u> | ASSIGNEE: BANK OF AMERICA, N.A., AS BUYER By: _____ Name: _____ Title: _____ |
|--|---|

MAY 19 2006 08:50 FR SYNDICATED FIAN

704 387 3621 TO 97046023728

P.02/02

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS EXECUTED
THIS 19th day of May 2006.

| | |
|---|--|
| ASSIGNOR: LITTELFUSE, INC., AS SELLER By: _____ Name: _____ Title: _____ | ASSIGNEE: BANK OF AMERICA, N.A., AS BUYER By:  Name: <u>TOBY GILBERT</u> Title: <u>VICE PRESIDENT</u> |
|---|--|